



GUIDE FOR IADC CHAPTERS

Revised June 2009

FOREWORD

This document was developed to provide guidelines for the development and operation of local and area IADC Chapters. It also provides guidelines for forming new Chapters.

Each local and area Chapter is organized independently of the parent IADC organization. The IADC Global Association does not protect or indemnify local and area Chapters with regard to organization form, tax status or liability. As a result, each Chapter must establish its own Chapter Bylaws and determine its own local tax status and otherwise conform to local, state, federal and national laws.

Note: The information contained in this Guide for IADC Chapters is the result of many years of Chapter operation. You should use it as a guide in establishing and/or operating a Chapter. The Membership Department in the Association Headquarters can assist you if you have additional questions.

SECTION 1

THE RELATIONSHIP OF THE INTERNATIONAL ASSOCIATION OF DRILLING CONTRACTORS AND THE IADC CHAPTERS

1.1 International Association of Drilling Contractors (the “Global Association”).

IADC is an international trade association and is the only organization that exclusively represents the worldwide drilling industry. IADC members include drilling contractors, as well as other companies involved in all aspects of the oil and gas industry. Headquarters for the Global Association is in Houston, Texas USA (not to be confused with the “*IADC Houston Chapter*”). IADC has offices in Washington DC, USA; Nijmegen, The Netherlands; Bangkok, Thailand; and Dubai, UAE; and Chapters in Europe, the Middle East, South Central Asia, Southeast Asia, Australasia, South America and North America.

1.2 IADC Chapters (the “Chapters”).

Regional Chapters are authorized in the IADC Bylaw and formed from the general membership of the IADC Global Association. These Chapters are self-supporting local organizations. The purpose of the Chapters is to promote interchange of ideas and information, coordinate local activities within their area, and provide communication between local members and IADC Headquarters. Through this contact, Chapter needs and local industry problems can be addressed and, when appropriate, directed to the IADC Board of Directors for additional action or response.

1.3 Anti-Trust Compliance.

It is the policy of the Association to strictly comply with antitrust laws. The purpose of such laws is to protect free and open business relationships by assuring vigorous competition among firms at all levels. These laws prohibit agreements, contracts, combinations or conspiracies between two or more persons or companies that unreasonably restrain trade. A complete copy of the Association’s Antitrust Policy and Guidelines are attached as Appendix A.

The following specific policy guidelines pertain to IADC Chapters:

- a. No forum or activity of the Association or any affiliated Chapter should be used, formally or informally, for discussions concerning competition or potential competitors with respect to competitive prices, markets, terms or conditions of sale or purchase or other terms of competition, or the development of any expressed or implied understandings or agreements to

boycott or exclude any person or company from competition.

- b. No person shall be unreasonably excluded from participating in Association or affiliated Chapter activities and all activities shall be planned and conducted in a fair, responsible and good faith manner consistent with the Association policy of strict antitrust compliance.
- c. Some trade association activities, which are permitted under antitrust laws, can raise antitrust problems under certain circumstances and should be addressed only by the President of the Association. Particularly important examples of such activities are collection and reporting of statistics; standardization of products, services or performance qualifications; evaluation or certification of products, services or their producers; scientific and other research; and lobbying.
- d. All Chapters are expected to consult with the Association to assure approval and coordination by appropriate Association officers and/or committees before addressing any matter outside the normal scope of IADC Chapter functions and activities as defined by the guide.

SECTION 2

CHAPTER ADMINISTRATION

2.1 Chapter Formation/Operation Guidelines.

Chapters should:

1. Adopt and maintain Chapter Bylaws to insure conformance with appropriate local laws and regulations. Sample Bylaws are attached as Exhibit B.
2. Provide contractor membership, associate membership, and producer membership opportunities in the IADC Chapter to anyone engaged in the petroleum industry.

Note: Membership in a Chapter is separate and apart from membership in the International Association of Drilling Contractors, Global Association. However, membership in the Global Association is a prerequisite for voting membership in a Chapter.

3. Abstain from industry policy or standards setting, lobbying, political action or similar activities other than in the form of recommendations to the Association.
4. Use the Association's name, initials or logo only in conjunction with the full Chapter name or abbreviations thereof that include the word "Chapter."
5. Contact IADC Headquarters for consultation before promoting any speaker or political program likely to attract state, national or international attention.
6. Conduct all activities in accordance with the Association's Anti-Trust Compliance Policy.
7. Record and maintain permanent minutes of all organizational/business meetings and provide one copy to the Headquarters of the International Association of Drilling Contractors.

2.2 Chapter Recognition.

After an organizational meeting, the new Chapter proceeds with its initial general membership meeting and submits to IADC the initial meeting reports, list of member companies, a roster of officers and, if applicable, of the Chapter advisory committee. The list of member companies shall include company name

and business address. Officer and advisory committee rosters, must include names, company affiliations, business mailing addresses and telephone/fax numbers. The report of the meeting at which the Chapter Bylaws are adopted must include a copy of the Bylaws to verify compliance. IADC will then officially recognize the new Chapter by issuing a Certificate of Organization (sample attached as Exhibit A1).

A Certificate of Good Standing (sample attached as Exhibit A2) is issued annually to those Chapters which continue to uphold Chapter Guidelines and Bylaws. Such commendation recognizes those Chapters, which maintain an acceptable level of activity within their region.

2.3 Bylaws.

The attached Exhibit B is provided as both a sample of Bylaws and as an operations guide for administering Chapter operations.

2.4 Local Laws and Regulations.

It is the responsibility of the Chapter leadership to familiarize themselves with all applicable local laws and regulations concerning issues related to registration of the organization, sales and other tax liability, or any special laws or regulations which may apply to non-profit trade or professional organizations. The International Association of Drilling Contractors assumes no legal liability on behalf of the local or regional Chapters.

2.5 Assessment and Collection of Dues.

The assessment of annual membership dues for Chapter members is solely at the discretion of the Chapter leadership. Chapters are responsible for the collection of all their membership dues. Chapter dues payments are not to be sent to the Headquarters of the International Association of Drilling Contractors.

Chapter dues should be based on an estimate of expected expenditures and revenues for each year. Some Chapters charge no annual dues, preferring to charge members for participation in individual Chapter activities. Chapter dues may vary depending on the category of membership (contractor, producer or associate). It is recommended that Chapters not charge the same rate of dues as the Global Association, so as to avoid confusion with dues assessments and payments made there.

2.6 Employment of Chapter Personnel.

Most IADC Chapters do not employ personnel. Instead, clerical duties are shared by the officers of the Chapter, delegating the tasks to their company's clerical support personnel. Direct employment by the Chapter often leads to

undesirable financial and administrative responsibilities and should be undertaken only after careful consideration.

2.7 Protocol.

It is important that the Chapter Chairman and other Chapter officers make every effort to avoid confusion among their members concerning the relationship between themselves and the International Association of Drilling Contractors, Global Association. To that end, Chapter officers are expected to use care when referring to the IADC Global Association, its officers and staff in announcements, introductions, press releases, etc. The Global Association is not to be referred to as the “Houston Chapter,” the “National Chapter” or the “International Chapter.”

2.8 Use of “IADC” Name and Logo.

Unless otherwise specifically authorized by the Global Association, the Chapter may use the name “International Association of Drilling Contractors” or the acronym “IADC” only in conjunction with the Chapter name or acronym (e.g. International Association of Drilling Contractors, North Sea Chapter or IADC-NSC). Chapters may use the IADC logo only with the express written consent of the Global Association.

Chapters may, at their own discretion, use the special IADC Chapter logo containing the word “Chapter” as shown below:



This logo should always appear with the Chapter name or acronym. Artwork for the special Chapter logo is available in hardcopy and electronic form from the Membership Department of the Global Association.

Chapters may adopt custom logos. Such logos shall be submitted to the Global Association for approval.

2.9 Chapter Involvement In Training Programs

IADC Chapters are urged to encourage their members and other companies in their region to take advantage of training accreditation programs operated by IADC. These programs use established criteria to help ensure that organizations that provide certain types of training have met industry benchmarks for quality and consistency of curriculum. Information on IADC accreditation programs can be found online at IADC's web site at <http://iadc.org/accredit.htm>.

The terms *accreditation* and *certification* are frequently confused, or used incorrectly. Here are some basic definitions:

Accreditation—Accreditation is a process of review and approval of a specific *institution*. As an example, industry or professional groups often accredit hospitals, schools, colleges, universities and libraries. IADC has developed two accreditation programs; RIG PASS[®] for safety orientation programs and WellCAP[®] for well control training programs. The accreditation systems provide guidelines and criteria that are used to evaluate a training provider's curriculum, administrative practices, faculty and facilities. Those that comply with IADC's criteria are awarded accreditation for a specific period of time. They are also authorized to issue official IADC certificates and cards to students completing accredited training programs.

Certification—Certification is a process of career recognition achieved through review and approval processes applied to *individuals*. Certification programs use procedures and criteria to evaluate knowledge and skills for specific occupations. IADC does not offer any certification programs at this time, though it may develop such programs in the future.

The terms *accreditation* and *certification* may be used only in conjunction with programs developed and administered through the IADC Accreditation & Certification Department at IADC Headquarters.

Occasionally, an IADC Chapter may wish to lend its support to certain types of training or training providers that fill a specific need in a given region. In these cases, the Chapter may request IADC Headquarters approval to provide a Chapter Endorsement.

To do this, an officer or designee of the Chapter should submit a written request via letter, fax or e-mail to the IADC Accreditation & Certification Department at IADC Headquarters. The request should describe the scope and purpose of the endorsement requested.

IADC Headquarters may request additional information regarding training curriculum or methodology, provider qualifications and other items prior to approving Chapter Endorsement. The Chapter will be notified in writing when approval is granted, or in the event approval is declined.

IADC will also consider whether programs of the type for which Endorsement is requested might be integrated into an existing accreditation or certification program, or used in the development of a new accreditation or certification program. This will be done on a case-by-case basis.

Once approved, the following limitations apply to Chapter Endorsements:

1. Chapter Endorsement applies only within the boundaries of the Chapter providing the endorsement. Chapter Endorsement is specific to the chapter approved to provide it, and not to IADC in general, other IADC Chapters, or to IADC Headquarters.
2. Training providers that have received Chapter Endorsement may identify their training program(s) as "Endorsed by the IADC (Name of Region) Chapter" on appropriate literature, certificates and other items.
3. The term "endorsement" is the only term authorized for Chapter use, and must be used *only* in conjunction with the identification of the "IADC (Name of Region) Chapter." The terms *approved* and *accredited* are reserved for IADC Headquarters programs as discussed above.

For more information on Chapter Endorsements, contact the Accreditation & Certification Department at IADC Headquarters, or e-mail *endorsement@iadc.org*.

2.10 Publication and Sale of Materials.

Chapters may not publish or sell materials, documents, guidelines, standards or recommended practices or procedures in printed, electronic or other media without the prior written approval of the Global Association. All such materials will be reviewed by the Management Committee of IADC Publications and may be selected for worldwide distribution, if applicable. Such materials may be referred to an IADC technical committee or to the Board of Directors of the Global Association for approval and/or adoption. Materials approved for publication by the Chapter must clearly show the Chapter name and logo and must not be represented to be an industry-wide standard.

2.11 Media Communications.

Meeting Announcements — The Chapter name should be specified in the body of the announcement even though it may be on the Chapter's letterhead.

News Releases — The Chapter name should be specified in the body of the press release even though it may be on the Chapter's letterhead. Please include the following text at the end of each news release, using the name of your Chapter in the spaces designated "(Area)" below:

The International Association of Drilling Contractors (IADC) is dedicated to enhancing the interests of oil-and-gas and geothermal drilling contractors worldwide. Its membership comprises nearly 1,150 companies, including contract-drilling and well-servicing firms, oil-and-gas producers, and manufacturers and suppliers of oilfield

equipment and services. IADC's more than 350 contract-drilling members own most of the world's land and offshore drilling units and drill the vast majority of the world's oil, natural gas and geothermal wells.

Founded in 1940, IADC strives to secure responsible standards, practices and regulations that provide for safe, efficient and environmentally sound drilling operations worldwide. To achieve its objectives, the Association holds a variety of meetings and conferences on technology, well control, contracts, taxation, management and other topics of interest to the global drilling and producing industry.

Through its volunteers and professional staff, IADC also interacts closely with regulatory agencies and legislators worldwide on issues affecting the drilling industry. IADC holds Accredited Observer status at the International Maritime Organization.

The Association is also a leader in developing new standards for industry training, notably through its Well Control Accreditation Program (WellCAP) and its rig-floor orientation program, RIG PASS. IADC is also a major publisher and distributor of reference manuals, forms and other publications for the global drilling industry. The Association communicates with the industry, government and the public through its newsletters and official magazine *Drilling Contractor*.

IADC's international headquarters are in Houston. It also has offices in Washington, the Netherlands, Thailand and the Middle East, as well as chapters in the UK, Venezuela, Brazil, Australasia, South Central Asia, Southeast Asia, the Middle East and across the United States.

*Note to editors: Correct style is (**Area**) Chapter of the International Association of Drilling Contractors or IADC (**Area**) Chapter. Please do not edit or abbreviate.*

2.12 Chapter Services

The Membership Department is designed to encourage and support closer ties between Chapters. Chapter officers and working group leaders are encouraged to contact the Membership Department for referrals to other Chapters or Headquarters staff on technical or organizational issues.

2.13 Dissolution of the Chapter

If regional industry activity drops to an unacceptable level, a Chapter may be declared inactive by its officers or advisory committee. In the event of such action, the Chapter shall notify the Association and the Certificate of Organization shall be returned to IADC.

Appendix A

IADC ANTITRUST POLICY AND GUIDELINES

The International Association of Drilling Contractors (IADC) was established to undertake activities for the benefit of the oil and gas drilling industry, to promote safety, environmental preservation and advances in drilling technology. IADC is committed to compliance with US, EC, and EEA Antitrust and competition laws.

All IADC Committee, Chapter, Subcommittee and other activities will be conducted in compliance within the letter and spirit of antitrust laws to avoid even the appearance of impropriety. Each member company is responsible for its own compliance with such laws. Members are encouraged to consult with legal counsel regarding antitrust and competition matters when participating in IADC events and activities.

1. General Antitrust Guidelines for IADC Members

As an IADC member serving on an Association Committee, Chapter, Subcommittee, Task Force, etc., you should acquaint yourself with these guidelines. It is appropriate for IADC and its members to engage in a variety of beneficial activities, including development of proposed standards and collection of industry statistical data. It is prudent for members to exercise caution, however, and refrain from discussion of or joint action in connection with the following topics:

1. Current or future prices, price adjustments or discounts.
2. Profit levels sought or attained.
3. Dividing or allocating customers, markets, or territories.
4. Any refusal to deal with or boycott a customer, potential customer, supplier or potential supplier.
5. Activities that would lessen the ability of others to compete or potentially compete with IADC members.
6. Restrictions or limits on the availability of services.
7. Any limits on sales of services or use of equipment.

Any action recommended by IADC to its members is to be voluntary, not mandatory. Each Producer, Drilling Contractor or Associate Member must make its own individual marketplace decision whether to follow any IADC recommendation.

Potentially questionable recommendations should be approved by IADC's legal counsel before they are disseminated. Each IADC member may consult with his/her own counsel or IADC's counsel should they have questions concerning the permissibility of discussing any topic.

2. IADC Guidelines for Meetings

The following general guidelines for IADC meetings should help avoid potential antitrust problems:

1. The Chairperson of the meeting should control the meeting.
2. In advance of a meeting, a notice of the meeting should be sent to each invitee and a copy sent to other interested parties. The notice may contain an agenda or refer to a website location where the agenda can be found.
3. The meeting should be conducted in accordance with the agenda, though items may be discussed in a different order than listed. In general, subjects not included on the agenda should be raised under Other Business and considered for inclusion on the agenda for a future meeting.
4. If a member is uncertain about the legality of a particular topic, he or she should check with legal counsel, the Chairman of the meeting or IADC staff. If an attendee brings up for discussion at a meeting a subject of doubtful legality, he should immediately be informed that the subject is not a proper one for discussion. In the absence of counsel, the Chairperson, IADC staff or any member present who is aware of the legal implications of a discussion of the subject should halt the discussion. Should the discussion continue, despite protest, the Chairperson or IADC staff should declare the meeting closed and all the attendees should leave.
5. General minutes of meetings should be kept and maintained for future reference at the committee specific site on IADC's website for a period of 9-12 months. Upon removal from the web site, they should be archived in the meeting records for a minimum of three years. Matters subject to attorney-client privilege will not be posted on the website, but will be included in the meeting records.

6. Secret or "rump" meetings held at the time of the regular meeting should be strictly avoided. Such meetings seldom have a purpose except to discuss activities of doubtful legality, and can seriously jeopardize legitimate activities, and create a risk that those activities may be investigated.
7. During meetings there should be no recommendations with respect to "sensitive" antitrust subjects, as listed below. In the less sensitive areas, such as standardization activities, recommendations may be permissible.

3. Prohibited Discussion Topics

Specifically, the following topics are matters that should not be discussed at IADC meetings:

1. Current or future prices. (Discussion of past prices also warrants care if their disclosure may significantly influence future pricing decisions.)
2. Profit levels sought or attained.
3. Price adjustments.
4. Cash discounts.
5. Credit terms.
6. Dividing up or allocating customers, markets or territories, or discussing responses to proposals.
7. Any limits on sales of drilling services or use of equipment in specific geographic areas or against specific customers, potential customers, suppliers, or potential suppliers.
8. Any refusal to deal with or boycott a customer, potential customer, supplier, or potential supplier.
9. Activities that would lessen the ability of others to compete or potentially compete in the industry.

Exhibit A1

(SAMPLE)



Certificate of Organization

Let it be known that the

(Chapter Name)

is a duly organized and affiliated Chapter of the International Association of Drilling Contractors, with all rights, privileges and responsibilities accruing to such Chapters.

The Chapter members are expected to adhere to the provisions of the Chapter Bylaws.

IADC President

Date

Exhibit A1

(SAMPLE)



Certificate of Good Standing

200x

Let it be known that the

(Chapter Name)

is a Chapter in good standing of the

International Association of Drilling Contractors

by promoting the exchange of ideas and information,
coordinating local activities within its region,
and providing communication between local members
and the worldwide drilling industry.

IADC President

Exhibit B

SAMPLE BYLAWS

(AREA) CHAPTER

INTERNATIONAL ASSOCIATION OF DRILLING CONTRACTORS

ARTICLE I - Name

The name of the Chapter shall be the (Area) Chapter of the International Association of Drilling Contractors, hereinafter referred to as the "Chapter" as authorized by the Global Association of the International Association of Drilling Contractors, hereinafter referred to as "IADC Headquarters."

ARTICLE II - Jurisdiction

The Chapter will be open for full membership to all drilling contractors, and for associate membership to drilling service/supply companies and producing companies in the area commonly referred to as (Area description). Membership candidates in adjacent areas may be admitted upon approval of the Chapter officers.

ARTICLE III - Purpose

The purpose of this Chapter is to provide the means for members to work together to:

1. Improve industry stature and increase the value and efficiency of services rendered to producing companies by drilling contractors.
2. Enhance industry relations with the various government agencies and the general public.
3. Provide a forum for discussion of government regulation and policies as may from time to time become necessary.
4. Promote safety, training and the protection of the environment.
5. Improve manpower management.

ARTICLE IV - Meetings

Number of Meetings

- a) The membership shall meet no fewer than __ times per year. Chapter Officers, at their discretion, may call meetings or designate meetings which are to be limited to particular classifications of membership.
- b) At least one meeting shall be held in each calendar year for the purpose of electing Chapter Officers.

Note: *May be modified if Officers' term of office exceeds one year.*

- c) Other meetings may be held at such times and in such places as designated by the Chapter Officers.

Annual Planning Meeting of Chapter Officers

Within 45 days after election of new officers, the newly elected Chapter Chairman shall hold a meeting of all Chapter Officers, the IADC Headquarters Regional Vice President for the Chapter's area of jurisdiction (if he can attend), the past chairman, and such other active Chapter members as the Chairman may desire to invite.

The purpose of this meeting is to discuss Chapter plans for the coming twelve months, including scheduling of Chapter meetings, speakers for meetings, financing of Chapter activities, Chapter meeting sites, maintenance of Chapter mailing lists, the assignment of duties to other Chapter Officers, and such other Chapter activities as are deemed advisable.

Meeting Programs

Meeting programs will be chosen by the Chairman or whomever he appoints as Program Coordinator. Meetings will generally support the Chapter's purpose, as specified in Article III above, but the Program Coordinator may include other programs such as guest speakers, entertainment, etc.

If practical, once a year the Program Coordinator shall endeavor to schedule a program which includes an address by or discussions with one or more of the Officers of the Global Association of the International Association of Drilling Contractors, including, but not limited to, the current IADC Chairman.

Meeting Sites

Meeting sites should be chosen on the basis of convenience to the majority of

the membership and may be rotated throughout the Chapter's area of jurisdiction.

Guests

Except for those meetings limited to particular classifications of membership, meetings shall be open to all interested parties.

ARTICLE V - Membership

Chapter Membership shall be available to Drilling Contractors, Oilfield Service/Supply Companies or Production Companies which are members in good standing of the International Association of Drilling Contractors, duly registered with IADC Headquarters. Chapter member companies which are drilling contractors must be members of the Global Association. Service/Supply Companies and Production Companies whose operating area includes only the Chapter's area of jurisdiction may be associate or producer members without being members of IADC Headquarters. Such associate or producer members will not be extended voting rights.

Each member company shall designate one person to serve as a Director of the Chapter. Such Director, or his duly authorized alternate, shall be authorized to express his company's vote on issues brought before the Chapter for decision. Unless an alternate is communicated to the Chapter Secretary, the Director will be the recipient of all Chapter mailings and notices.

ARTICLE VI - Chapter Funding

Dues and Assessments

Member companies shall initially pay annual Chapter dues of \$____ (or the equivalent amount in local currency), subject to adjustment in any subsequent year. Activities or projects requiring extraordinary expenditures shall be funded by an assessment adopted by a majority vote at a Chapter meeting where a quorum, as defined herein, is present. Chapter dues are in addition to any dues paid to IADC Headquarters for membership in the Headquarter Organization.

Bank Account

Funds collected shall be deposited to an account in the name of the IADC (Area) Chapter established with a major bank designated by Chapter Officers. Authorized account signatures shall be Chairman and Treasurer.

Disposal of Funds on Dissolution of Chapter

All funds remaining after payment of final debts of the Chapter shall be paid to

the Global Association of the International Association of Drilling Contractors for use or disposal by their decision.

ARTICLE VII - Amendments

Amendments to Chapter Bylaws shall be made by a two-thirds vote of Contractor members (one vote per company), providing all Contractor members were duly notified at least one month ahead.

***Note:** Some Chapters may wish to allow all classifications of members to vote on amendments or may wish to use a simple majority vote for approval of amendments.*

ARTICLE VIII - Quorum

A Quorum at any regular or special meeting of the Chapter shall consist of two-thirds of the Contractor members.

***Note:** Some Chapters may wish to recognize all members for determining a quorum or may wish to specify a certain number of members.*

ARTICLE IX - Chapter Officers

Election of Officers

Officers shall be elected by a majority vote of the voting members of the Chapter, provided a quorum is present.

Officers shall be elected to serve for single calendar year terms. The Chapter Chairman and Vice Chairman shall be from drilling contractor member companies.

***Note:** Some Chapters may wish to establish longer terms of office for Officers, for example, two years.*

Elections are to be held in the fourth quarter of each year for the following year. The retiring Chairman should advise IADC Headquarters of the names of officers elected for the coming year.

Duties of Officers

1. Chairman

- a) The Chairman is responsible for seeing that all Chapter functions are carried out. He can delegate such responsibilities to other Officers.
- b) The Chairman shall preside at all meetings. If he is absent, the Vice Chairman shall preside.

- c) During his term of office, the Chairman shall be an ex-officio Director of the International Association of Drilling Contractors and shall represent the Chapter at Board of Directors meetings of the Global Association.
- d) The Chairman shall establish such committees as he and the other Chapter Officers deem necessary.

2. Vice Chairman

- a) The Chapter Vice Chairman shall be responsible for such Chapter functions as the Chairman may assign to him. These duties may include responsibility for Chapter programs and speakers.
- b) The Vice Chairman shall preside at Chapter meetings in the absence of the Chairman. He shall also perform other duties of the Chairman during his absence.

3. Secretary

- a) The Secretary shall maintain a current mailing list of the Chapter membership. He shall see that notices of Chapter meetings are mailed to members.
- b) The Secretary shall prepare and forward minutes of each Chapter meeting to IADC Headquarters.
- c) The Secretary shall perform such other duties as the Chapter Chairman may assign.

4. Treasurer

The Treasurer shall be responsible for the collection of fees at Chapter meetings, the collection of annual dues, and the administration and disposal of Chapter funds.

Note: *In some Chapters, the duties of Secretary and Treasurer are combined into one office.*

ARTICLE X - Precedents

For purposes of the Bylaws, it is expressly understood that all expansion and interpretation of these Bylaws shall be in accordance with the Bylaws of the International Association of Drilling Contractors, Global Association.

ARTICLE XI - Approval

Approved by vote of members on _____ 20____.

Chairman